

Version No. 003
Companies Act 1961 Regulations 2002
S.R. No. 58/2002

Version incorporating amendments as at 7 March 2008

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PART 1—PRELIMINARY

1 Objective

The objective of these Regulations is to prescribe matters that are necessary for the continuing operation of the **Companies Act 1961**.

2 Authorising provision

These Regulations are made under section 384 of the **Companies Act 1961**.

3 Commencement

These Regulations come into operation on 2 August 2002.

4 Revocation

The Companies Regulations 1992¹ are **revoked**.

5 Definition

In these Regulations, *the Act* means the **Companies Act 1961**.

PART 2—FORMS

6 Forms

Subject to these Regulations, if a provision of the Act or of these Regulations is specified in column 1 of Schedule 1, the form set out in Schedule 2 the number of which is specified in column 3 of Schedule 1 opposite that provision is prescribed as the form to be used for the purposes of that provision in relation to the matter or thing described in column 2 of Schedule 1 opposite that provision.

7 Particulars prescribed by forms

- (1) If a prescribed form requires completion by the insertion of, or the attachment to the form of, a document containing particulars or other matters referred to in the form, those particulars or other matters are prescribed as the particulars or other matters required under the provisions of the Act or of these Regulations for the purposes for which the form is prescribed.
 - (2) A prescribed form must be completed in accordance with any directions specified in the form.
-

**PART 3—GENERAL PROVISIONS RELATING TO FORMS
AND OTHER DOCUMENTS**

8 General requirements

A document to be lodged with the Commissioner under the Act or these Regulations must comply with the following requirements—

- (a) the document must be on paper of medium weight and good quality and of foolscap folio size or of International Sheet size A4 or any other size approved by the Commissioner;
- (b) subject to the Act, the document must be clearly printed typewritten or handwritten in ink of sufficient density to provide a satisfactory reproduction by photographic means;
- (c) except with the consent of the Commissioner, the document must not be a carbon copy or a copy reproduced by any spirit duplication method;
- (d) the document must have margins of not less than 25 millimetres on the left-hand side and not less than 13 millimetres on the right-hand side;
- (e) if the document comprises 2 or more sheets—
 - (i) the sheets must be bound together securely; and
 - (ii) each sheet must have a margin of not less than 25 millimetres on the side on which it is bound in addition to any space required for binding;

-
- (f) if the document comprises more than 20 sheets, it must be bound securely inside a durable and flexible cover;
 - (g) the document must have endorsed on the front sheet—
 - (i) the registered number allotted by the Commissioner to the corporation to which the document relates;
 - (ii) the name of the corporation to which the document relates;
 - (iii) the title of the document (being, if the document is a form prescribed by these Regulations, the same as the heading to the form);
 - (iv) the name, address and telephone number of the legal practitioner or other person by whom or on whose behalf the document is lodged; and
 - (v) the words—"Lodged with the Commissioner for Corporate Affairs";
 - (h) if the document is a form relating to a no liability company, the form must be completed by inserting the words "No Liability" in place of the word "Limited";
 - (i) in the case of an unlimited Company the word "Limited" must be deleted; and
 - (j) if the document contains maps or charts upon which areas have been distinguished by colour, those areas must, in addition, be distinguished by hatching, numbering or lettering.
-

9 Time for lodging documents

If a document is by the Act or these Regulations required to be lodged with the Commissioner but a period of time within which the document is to be lodged is not prescribed, the document must be lodged within one month or, in the case of a document required to be lodged by a foreign company, within such further period as the Commissioner in special circumstances allows, after the happening of the event to which the document relates.

10 Affidavits and statutory declarations

- (1) Except as otherwise provided in the Act or in these Regulations, an affidavit or a statutory declaration sworn or declared for the purposes of the Act or these Regulations on behalf of a corporation must be sworn or declared by a director or by the secretary of the corporation.
- (2) If an affidavit or a statutory declaration prescribed by the Act or these Regulations purports to be sworn or declared at a place outside the State, the affidavit or statutory declaration is sufficient for the purposes of the Act and these Regulations if it purports to be sworn or declared in accordance with the requirements of the law of that place.

11 Signature of documents lodged with Commissioner

Except as otherwise provided in the Act or in these Regulations, a document relating to a corporation lodged with the Commissioner under the Act or under these Regulations must be signed or authenticated by a director or by the secretary or manager of the corporation or, in the case of a document relating to a foreign company, by the agent of the foreign company in the State or, if the agent is a company, by the secretary of that company.

r. 12

Reg. 12
amended by
S.R. No.
88/2004
reg. 4(Sch. 1
item 6).

12 Penalty

A person must not contravene a provision of these Regulations.

Penalty: 0·4 penalty units.

**PART 4—MEETINGS OF CREDITORS, MEMBERS OR
CONTRIBUTORIES**

13 Application of Part

Except where provisions to the contrary are made by the Act, the provisions of this Part apply to and in relation to—

- (a) meetings of creditors, members or contributories called by a liquidator under section 232(3)(b), 237(2), 241(1), 242(8), 259(1) or 271(1) of the Act; and
- (b) meetings of creditors or of contributories referred to in section 242(6) of the Act; and
- (c) meetings of the creditors of a company summoned by 2 of those creditors under section 261(5) of the Act; and
- (d) meetings of the creditors of a company referred to in section 269(1)(a) of the Act; and
- (e) meetings of the creditors of a company referred to in section 277A(2) of the Act; and
- (f) meetings of the creditors of a company held for the purposes of section 284(3)(c) of the Act.

14 Notices of meetings (Form 10)

- (1) The person summoning a meeting of creditors or of members or contributories must give not less than 14 days' notice of the time and place of the meeting by advertisement in a daily newspaper circulating generally throughout the State and must, not less than 14 days before the day appointed for the meeting, send notice of the meeting by post to every person appearing by the company's books or otherwise to be a creditor of

the company or a member or contributory of the company, as the case may be.

- (2) A notice to a creditor must be sent to the address given in the proof of debt, or if the creditor has not proved, to the address given in the statement of affairs of the company or to such other address as may be known to the person summoning the meeting.
- (3) A notice to a member or a contributory must be sent to the address mentioned in the company's books as the address of the member or contributory, or to such other address as may be known to the person summoning the meeting.

15 Quorum

- (1) A meeting of creditors, members or contributories must not act for any purpose except the election of a chairman, the proving of debts, and the adjournment of the meeting, unless there are present or represented at least 2 creditors entitled to vote, or 2 members or 2 contributories, or all the creditors entitled to vote or all the members or contributories if the number of creditors entitled to vote or the members or contributories, as the case may be, does not exceed 2.
- (2) If within half an hour after the time appointed for the meeting a quorum of creditors, members or contributories is not present or represented, the meeting must stand adjourned to the same day in the next week at the same time and place, or to such other day (not being less than 7 or more than 21 days from the day from which the meeting is adjourned) and at such other time and place as the chairman may appoint.

16 Chairman

- (1) Subject to section 203(2) of the Act and to subregulation (2), the persons present at a meeting of the creditors, members or contributories of a company must elect one of their number to be chairman of the meeting.
- (2) If a meeting of creditors, members or contributories of a company is called by the liquidator of the company, the liquidator or a person nominated by the liquidator must be the chairman of the meeting.

17 Adjournment of meeting

The chairman of a meeting of creditors, members or contributories must, if so directed by the meeting, or may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but the adjourned meeting must be held at the same place as the original place of meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders.

18 Passing of resolutions

- (1) At a meeting of creditors, a resolution is passed when a majority in number and value of the creditors present, personally or by proxy, have voted in favour of the resolution.
- (2) At a meeting of members or contributories, a resolution is passed when a majority in number and value of the members or contributories (as the case may be) present, personally or by proxy, have voted in favour of the resolution, the value of the members or contributories being determined according to the number of votes conferred on each member or contributory by the articles of the company.

19 Creditors who may vote

- (1) Subject to subregulation (2), a person is not entitled to vote as a creditor at a meeting of creditors unless the person has lodged with the liquidator or official manager a proof of the debt which the person claims to be due from the company and the proof has been admitted wholly or in part before the date on which the meeting is held.
- (2) In the case of a meeting of creditors held under section 260(1) or 260(8) of the Act, a person is not entitled to vote as a creditor at the meeting unless the person has lodged with the chairman of the meeting a proof of the debt which the person claims to be due from the company.
- (3) A creditor must not vote in respect of any unliquidated or contingent debt or any debt the value of which is not ascertained, or in respect of any debt on or secured by a current bill of exchange or promissory note held by the creditor unless the creditor is willing to treat the liability to the creditor thereon of every person who is liable thereon antecedently to the company, and against whom a sequestration order in bankruptcy has not been made, as a security in the creditor's hands, and to estimate the value thereof, and for the purposes of voting, but not for the purposes of dividend, to deduct it from the creditor's proof.

20 Votes of secured creditors

- (1) For the purpose of voting, a secured creditor must, unless the creditor surrenders the security, state in the creditor's proof of debt the particulars of the security, the date when it was given, and the value at which the creditor assesses it, and is entitled to vote only in respect of the balance, if any, due to the creditor after deducting the value of the security.

- (2) If a secured creditor votes in respect of the creditor's whole debt, the creditor is deemed to have surrendered the security, unless the Court on application is satisfied that the omission to value the security has arisen from inadvertence.

21 Creditor required to give up security

- (1) The liquidator may, within 28 days after a secured debt is proved, require the creditor to give up the security for the benefit of the creditors generally on payment of the value at which the creditor values it with the addition of 20%.
- (2) If a creditor has valued the security, the creditor may at any time before being required to give it up correct the valuation by a new proof and deduct the new value from the creditor's debt, but in that case the addition of 20% must not be made if the security is required to be given up.

22 Admission and rejection of proof for purposes of voting

- (1) The chairman of a meeting of creditors, members or contributories may admit or reject a proof of debt for the purpose of voting.
- (2) If the chairman is in doubt whether a proof of debt should be admitted or rejected, the chairman must mark it as objected to and allow the creditor to vote subject to the vote being declared invalid in the event of the objection being sustained.

23 Record of meeting

The chairman of a meeting of creditors, members or contributories—

- (a) must cause minutes of the proceedings at the meeting to be entered in a book kept for the purpose and must sign the minutes; and

-
- (b) must cause a list of the names of the creditors, members or contributories present at the meeting to be made and kept.

24 Copy of minutes of meeting to be lodged with the Commissioner

If a meeting of the creditors, members or contributories of a company is called by the liquidator of the company, the liquidator must, within a period of 7 days after the meeting, lodge with the Commissioner a copy of the minutes of the meeting, certified by the chairman of the meeting to be a true copy.

**PART 5—JOINT MEETINGS OF THE CREDITORS AND
MEMBERS OF A COMPANY**

25 Application of Part

Except where provisions to the contrary are made by the Act or in the articles of the company concerned, the provisions of this Part apply to and in relation to joint meetings of a company and the creditors of the company called, in the case of a creditors' voluntary winding up of the company, by the liquidator of the company under section 271(1) or 272(1) of the Act.

26 Quorum

A joint meeting called under section 271(1) of the Act must not act for any purpose unless there are present or represented at least 2 persons entitled to vote at the meeting.

27 Chairman

The liquidator or a person nominated by the liquidator must be the chairman of a joint meeting called by the liquidator under section 271(1) or 272(2) of the Act.

28 Adjournment of meeting

The chairman of a joint meeting called under section 271(1) of the Act must, if so directed by the meeting, or may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but the adjourned meeting must be held at the same place as the original place of meeting unless in the resolution for adjournment another place is specified or unless the Court otherwise orders.

29 Passing of resolution

A resolution put to the vote at a joint meeting to and in relation to which this Part applies must be decided on a show of hands.

30 Casting vote

In the case of an equality of votes, the chairman of a joint meeting to and in relation to which this Part applies has a casting vote.

31 Record of meeting

The chairman of a joint meeting called under section 271(1) of the Act—

- (a) must cause minutes of the proceedings at the meeting to be entered in a book kept for the purpose and shall sign the minutes; and
 - (b) must cause a list of the names of the persons present and entitled to vote at the meeting to be made and kept.
-

**PART 6—PROOF OF DEBTS IN A VOLUNTARY
WINDING UP**

32 Application of Part

This Part applies to and in relation to the admission to proof of debts and claims under section 291(1) of the Act in a voluntary winding up.

33 Proof of debt

A creditor must prove his or her debt or claim, unless the Court directs that a creditor or class of creditors be admitted without proof.

34 Statutory declaration proving debt (Forms 8 and 9)

- (1) A debt or claim may be proved by serving on the liquidator a statutory declaration, in accordance with Form 8 or Form 9 in Schedule 2, proving the debt.
- (2) If there are claims for wages by employees of a company, one person may make a statutory declaration, in accordance with Form 9 in Schedule 2, proving the debt on behalf of all the employees.

35 Notice of day by which debts to be proved

- (1) The liquidator may from time to time fix a certain day, which must be not less than 14 days from the date of publication or the date of posting of the notice referred to in subregulation (2), whichever date is the later, on or before which the creditors of the company are to prove their debts or claims under section 291(1) of the Act.

- (2) The liquidator must give notice of the day so fixed by advertisement in a daily newspaper circulating generally throughout the State and must also give notice in writing of the day so fixed to every person mentioned in the statement of affairs as a creditor and who has not proved the creditor's debt or claim.

36 Time for liquidator to deal with proofs (Form 11)

- (1) The liquidator, within 21 days after receiving a proof of debt, must in writing either admit it or reject it wholly or in part or require further evidence in support of it.
- (2) If the liquidator rejects a proof of debt wholly or in part, he or she must state to the creditor the ground of his or her objections by instrument in writing in accordance with Form 11 in Schedule 2.
- (3) If the liquidator has given notice of his or her intention to declare a dividend, he or she must, within 14 days after the day mentioned in the notice referred to in regulation 35(2) as the date on or before which debts or claims are to be proved, in writing either admit or reject wholly or in part or require further evidence in support of every proof of debt that he or she has not already dealt with and must, if he or she rejects a proof of debt wholly or in part, state to the creditor the ground of the objection by instrument in writing in accordance with Form 11 in Schedule 2.
- (4) If the liquidator has admitted a proof of debt under subregulation (3), the notice of the dividend is a sufficient notification of the admission.

37 Persons who make statutory declarations

- (1) A statutory declaration proving a debt or claim may be made by the creditor or by some person authorised by or on behalf of the creditor.

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- (2) A person so authorised must state in the statutory declaration his or her authority and means of knowledge.

38 Contents of statutory declaration

- (1) A statutory declaration proving a debt or claim must contain or refer to a statement of accounts showing the particulars of the debt or claim and must specify the vouchers by which the debt or claim can be substantiated.
- (2) The liquidator may at any time call for the production of the vouchers.

39 Statement of security

A statutory declaration proving a debt must state whether the creditor is a secured creditor and, if so, the nature of the security.

40 Costs of proof

A creditor must, unless the Court in a particular case otherwise orders, bear the creditor's own costs of proving the debt or claim.

41 Discount

In proving a debt or claim, a creditor must make an allowance for all discounts for which an allowance would have been made if the company were not being wound up.

42 Periodical payments

- (1) If a company that is liable to make any periodical payments (including rent) commenced to be wound up on a day other than a day on which such a payment becomes due, the person entitled to the payment may prove for a proportionate part of a payment in respect of the period from the day when the last payment became due to the day on which the winding up commenced as if the payment accrued from day to day.

- (2) If the liquidator remains in occupation of premises demised to a company which is being wound up, these Regulations do not prejudice or affect the right of the landlord of the premises to claim payment of rent by the company or the liquidator during the period of the company's or the liquidator's occupation.

43 Debt payable at future time

A creditor may prove a debt payable subsequently to the date of the commencement of the winding up as if it were payable at that date and may receive dividends equally with the other creditors, deducting out of each dividend a rebate of interest at the rate of 5% per annum computed from the declaration of the dividend to the time when the debt would have become payable according to the terms on which it was contracted.

44 Production of instrument on which company liable

If a creditor seeks to prove a debt or claim in respect of a bill of exchange, promissory note or other negotiable instrument or security on which the company is liable, the proof of debt must not, subject to any order of the Court to the contrary, be admitted, unless the bill, note, instrument or security is produced to the liquidator.

45 Proof admitted improperly to be omitted at instance of liquidator

If the liquidator is of the opinion that a proof of debt has been improperly admitted, the Court may, on the application of the liquidator, after notice to the creditor omit the proof or reduce its amount.

46 Proof admitted improperly to be omitted at instance of creditor or contributory

The Court may omit or reduce a proof of debt upon the application of a creditor or contributory if the liquidator declines to interfere in the matter.

47 Liquidator may administer oaths and take affidavits

For the purpose of any of his or her duties in relation to proofs of debt, a liquidator may administer oaths and take and receive affidavits and statutory declarations.

48 Liquidator not liable for costs of appeal

A liquidator is not personally liable for costs in relation to an appeal from his or her decision rejecting proof of debt wholly or in part, unless the Court otherwise orders.

**PART 7—PROXIES OF CREDITORS AND
CONTRIBUTORIES**

49 Appointment of proxies

- (1) A creditor entitled to attend and vote at a meeting of creditors or at a meeting of creditors and contributories may appoint another person (whether a creditor or not) as the creditor's proxy to attend and vote instead of the creditor at the meeting.
- (2) A contributory entitled to attend and vote at a meeting of contributories or at a meeting of creditors and contributories may appoint another person (whether a contributory or not) as the contributory's proxy to attend and vote instead of the contributory at the meeting.
- (3) A proxy appointed under this regulation has the same right to speak at the meeting as the creditor or contributory appointing him or her.

50 Form of proxies (Form 12)

- (1) The appointment of a person as the proxy of a creditor or contributory must be made by an instrument of appointment in accordance with Form 12 in Schedule 2.
- (2) Subject to regulation 51, the instrument appointing a proxy must be signed or sealed by the person appointing the proxy in the presence of a person (not being the person nominated as proxy) who must add to his or her signature, his or her description and the address of his or her place of residence.

51 Proxy of disabled person

- (1) The proxy of a creditor or contributory who is blind or incapable of writing may be accepted if the creditor or contributory attaches his or her

signature or mark to the instrument appointing the proxy in the presence of a witness (not being the person nominated as proxy) who has added to his or her signature, his or her description and address of his or her place of residence.

- (2) The instrument must include a certificate set out in accordance with Form 12 in Schedule 2 by the witness that the instrument was completed in the presence and at the request of the creditor or contributory, and read to the creditor or contributory before he or she attaches his or her signature or mark.

52 Proxy forms to accompany notice of meetings

The person calling a meeting of creditors or contributories or a joint meeting of the company and the creditors of the company to and in relation to which this Part applies must send a form of proxy to each creditor and contributory with the notice summoning the meeting, and must ensure that neither the name nor description of the liquidator (if any) or any other person is printed or inserted in the body of the form of proxy before it is so sent.

53 General proxy

A creditor or a contributory may give a general proxy to any person who is not a minor.

54 Special proxy

A creditor or a contributory may give a special proxy to any person to vote at a specified meeting or adjournment of that meeting—

- (a) for or against the appointment or continuance in office of a specified person as liquidator or member of the committee of inspection; and

- (b) on all or any questions relating to any matter arising at the meeting or an adjournment of the meeting.

55 Liquidator may act as proxy

A creditor or a contributory may appoint the liquidator to act as the creditor's or contributory's general or special proxy.

56 Voting by proxy where financially interested

- (1) Subject to subregulation (2), a person acting either under a general or a special proxy must not vote in favour of any resolution which would directly or indirectly place himself or herself, his or her partner or his or her employer in a position to receive any remuneration out of the assets of the company otherwise than as a creditor rateably with the other creditors of the company.
- (2) If a person holds special proxies to vote for an application to the Court in favour of the appointment of himself or herself as liquidator he or she may use the proxies and vote accordingly.

57 Liquidator may appoint deputy

If a liquidator who holds any proxies cannot attend the meeting for which they are given, he or she may, in writing, depute some person to use the proxies on his or her behalf in such manner as he or she may direct but so that the provisions of regulation 56 are observed as would be the case if the liquidator were acting in person as proxy.

SCHEDULE

SCHEDULE 1

Regulation 6

LIST OF FORMS

Column 1	Column 2	Column 3
<i>Provision of Companies Act or Regulations for which form prescribed</i>	<i>Description of Form</i>	<i>No. of Form in Schedule 2</i>
Act: 272(3), (4)	Return by liquidator relating to final meeting	1
280(1)	Notice of appointment and situation of office of liquidator (winding up by the Court)	2
280(1)	Notice of appointment and situation of office of liquidator (members' voluntary winding up)	3
280(1)	Notice of appointment and situation of office of liquidator (creditors' voluntary winding up)	4
280(1)	Notice of change in situation of office of liquidator	5
280(2)	Notice by liquidator of resignation or removal from office	6
281	Liquidator's account of receipts and payments and statement of the position in the winding up and statutory declaration verifying liquidator's account and statement	7

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Sch. 1

Column 1	Column 2	Column 3
<i>Provision of Companies Act or Regulations for which form prescribed</i>	<i>Description of Form</i>	<i>No. of Form in Schedule 2</i>
Regulations:		
14(1)	Notice of meeting of creditors, members or contributories	10
34	Statutory declaration as to proof of debt—general form	8
34	Statutory declaration as to proof of debt—employees' group form	9
36(2), (3)	Notice of rejection of proof of debt	11
50, 51	Appointment of proxy	12

SCHEDULE 2

FORM 1

Companies Act 1961, Section 272(3), (4)

RETURN BY LIQUIDATOR RELATING TO FINAL MEETING

Limited

To the Commissioner for Corporate Affairs

*I/*We, _____, of _____, Limited, hereby inform you that *a general meeting of the company, /*a meeting of the company and the creditors of the company, /summoned for [*insert date*], for the purpose of laying before the meeting an account (a copy of which is attached to this return) showing how the winding up has been conducted and the property of the company has been disposed of and of giving any explanation of the account, *was duly held on that date, /*was not attended by the necessary quorum.

Dated:

Signature of each liquidator

*Strike out whichever is inapplicable.

Sch. 2

FORM 2

Companies Act 1961, Section 280(1)

**NOTICE OF APPOINTMENT AND SITUATION OF OFFICE OF
LIQUIDATOR (WINDING UP BY THE COURT)**

Limited

To the Commissioner for Corporate Affairs

*I/*We, _____, of _____,
hereby give notice that—

- (a) by an order of the Supreme Court made on [*insert date*],
*I was/*we were/appointed
*liquidator(s)/*provisional liquidator(s)/of _____ Limited; and
- (b) *my/*our office is situated at _____

Dated:

Signature of each liquidator

*Strike out whichever is inapplicable.

FORM 3

Companies Act 1961, Section 280(1)

**NOTICE OF APPOINTMENT AND SITUATION OF OFFICE OF
LIQUIDATOR (MEMBERS' VOLUNTARY WINDING UP)**

Limited

To the Commissioner for Corporate Affairs

*I/*We, _____, of _____,
hereby give notice that—

(a) *I was/*we were/appointed liquidator(s) of _____ Limited—

*by a resolution of _____ Limited passed
on *[insert date]*;

*by an order of the Supreme Court made on *[insert date]*; and

(b) *my/*our office is situated at _____

Dated: _____

Signature of each liquidator

*Strike out whichever is inapplicable.

FORM 4

Companies Act 1961, Section 280(1)

**NOTICE OF APPOINTMENT AND SITUATION OF OFFICE OF
LIQUIDATOR (CREDITORS' VOLUNTARY WINDING UP)**

Limited

To the Commissioner for Corporate Affairs

*I/*We, _____, of _____,
hereby give notice that—

(a) *I was/*we were/appointed liquidator(s)
of _____ Limited—

*by resolution of _____ Limited passed
on [*insert date*], and of the creditors of that company passed on [*insert date*];

*by a resolution of the creditors of _____ Limited passed on
[*insert date*];

*by a resolution of _____ Limited passed
on [*insert date*];

*by an order of the Supreme Court made on [*insert date*]; and

(b) *my/*our office is situated at

Dated:

Signature of each liquidator

*Strike out whichever is inapplicable.

FORM 5

Companies Act 1961, Section 280(1)

**NOTICE OF CHANGE IN SITUATION OF OFFICE OF
LIQUIDATOR**

Limited

To the Commissioner for Corporate Affairs

*I/*We, _____, the *Liquidator(s)/*one of the liquidators/
of _____ Limited, hereby give notice that,
on [*insert date*], the situation of *my/*our office was changed to

Dated:

Liquidator(s)

*Strike out whichever is inapplicable.

Sch. 2

FORM 6

Companies Act 1961, Section 280(2)

**NOTICE BY LIQUIDATOR OF RESIGNATION OR REMOVAL
FROM OFFICE**

Limited

To the Commissioner for Corporate Affairs

I, _____, of _____,
hereby give notice that on [*insert date*], I *resigned/*was removed/ from the
office of liquidator of _____ Limited.

Dated:

Signature

*Strike out whichever is inapplicable.

FORM 7

Companies Act 1961, Section 280

**LIQUIDATOR'S ACCOUNT OF RECEIPTS AND PAYMENTS AND
STATEMENT OF THE POSITION IN THE WINDING UP AND
STATUTORY DECLARATION VERIFYING LIQUIDATOR'S
ACCOUNT AND STATEMENT**

Limited

Nature of winding up

Date of commencement of winding up

Date to which the account and statement are made up

Name and address of liquidator

Account of Receipt and Payments*

<i>Receipts</i>				<i>Payments</i>			
<i>Date</i>	<i>From Whom Received</i>	<i>Nature of Receipts</i>	<i>Amount</i>	<i>Date</i>	<i>To Whom Paid</i>	<i>Nature of Payments</i>	<i>Amount</i>
		Brought forward	\$			Brought forward	\$
		Carried forward#				Carried forward#	

* Full details of investments made by the liquidator and of the realisation of the investments are to be given in a separate statement attached to and forming part of this account. Any profit or loss on realisation must appear in the "Account of Receipts and Payments" as a notional receipt or payment, as the case may be, with a reference to the particular investment.

A balance is not to be shown on this account. Show only the total receipts and payments which are to be carried forward to the next account.

\$

Total receipts

Total payments

Balance

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\$

The balance is made up as follows:

1. Cash in hands of liquidator

2. Cash in bank (see Note at the foot of Form)

\$

Credit as per bank pass-book

Less unrepresented cheques

3. Amounts invested by liquidator and not

converted into cash*

\$

Balance as above

Particulars of Rates of Dividends and Dates Declared

Dividend of in the \$, paid on [*insert date*].

<i>Names of Creditors in Alphabetical Order</i>	<i>Amount of Proof</i>	<i>Amount of Dividend</i>	
		<i>Paid</i>	<i>Unclaimed</i>
	Total as per previous return \$	\$	\$
Total			

PARTICULARS OF DATES AND RATE PER SHARE OF RETURN OF
SURPLUS ASSETS PAYABLE TO CONTRIBUTORIES

Return of surplus assets to contributories at rate of
per share paid on *[insert date]*.

Names of Contributors in Alphabetical Order	Number of Shares	Amount Returned on Shares	
		Paid	Unclaimed
	Total as per previous return \$	\$	\$
	Total		

STATEMENT OF THE POSITION IN THE WINDING UP

1. The amount of the estimated assets and liabilities at the date of the commencement of the winding up	Assets (after deducting amounts charged to secured debenture-holders) Liabilities— Secured creditors \$ Debenture-holders \$ Unsecured creditors \$
2. The total amount of the capital paid up at the date of the commencement of the winding up	Paid up in cash \$ Issued as paid up otherwise than for cash \$
3. The general description and estimated value of outstanding assets (if any)	
4. Total amount of unsecured debts in respect of which proofs have been admitted	
5. Estimated amount of debts or claims remaining for proof	
6. Details of any arrangement whereby assets of the company have been disposed of by the liquidator for a consideration other than cash	

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7. The causes which delay the termination of the winding up	
8. The period within which the winding up may probably be completed	

STATUTORY DECLARATION VERIFYING LIQUIDATOR'S
ACCOUNT AND STATEMENT

I _____, of _____, in the State
of _____, the liquidator of _____ Limited
Declare—

1. That *^the account of receipts and payments set out above contains a full and true account of my receipts and payments in the winding up of that company, from [insert date] to [insert date], ^and that I have not, nor has any other person by my order or for my use during that period, received or paid any moneys on account of the company ^other than and except the items mentioned and specified in that account.*

2. That the particulars contained in the statement of the position in the winding up set out above are true to the best of my knowledge and belief.

§ I acknowledge that this declaration is true and correct and I make it in the belief that a person making a false declaration is liable to the penalties of perjury.

Declared at _____ in the
State of _____
On [insert date]

Liquidator.

Before me:

* Full details of investments made by the liquidator and of the realisation of the investments are to be given in a separate statement attached to and forming part of this account. Any profit or loss on realisation must appear in the "Account of Receipts and Payments" as a notional receipt or payment, as the case may be, with a reference to the particular investment.

A balance is not to be shown on this account. Show only the total receipts and payments which are to be carried forward to the next account.

^ If there are no receipts or payments, strike out the words in italics.

§ NOTE: Where declaration is made outside Victoria, the appropriate attestation clause should be substituted.

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NOTE: Money invested by the liquidator is not withdrawn from the operation of sections 285 and 286 of the **Companies Act 1961**, and any such investment representing money held for six months or upwards shall be realised and paid to the Treasurer, except in the case of investments in Government securities, the transfer of which to the control the Treasurer complies with the terms of those sections.

FORM 8

Companies Act 1961

Companies Act 1961 Regulations 2002, Regulation 34

**STATUTORY DECLARATION AS TO PROOF OF DEBT—
GENERAL FORM**

I, _____ of _____ Limited
in the State of _____, declare:

1. That _____ Limited, the above-mentioned company,
was, at the commencement of the winding up namely on [insert date] and
still is justly and truly indebted
to * _____ in the amount of
_____ dollars and _____ cents for
_____ as shown by the following
account, namely:

<i>Date</i>	<i>Consideration</i>	<i>Amount</i>	<i>Remarks</i> <i>(The Vouchers, if any, by which</i> <i>the Account can be substantiated</i> <i>should be set out here)</i>

2. That neither the above-named creditor, nor any person by the order and for the use of the above-mentioned creditor, has to my knowledge and belief received any manner of satisfaction or security for the amount or any part of the amount referred to in paragraph 1, save and except the following §:
- || 3. That I am in the employ of the above-mentioned creditor, that I am duly authorised by that creditor to make this statutory declaration, that it is within my own knowledge that the debt declared to in this declaration was incurred for the consideration stated, and that the debt, to the best of my knowledge and belief, still remains unpaid and unsatisfied.
- || 4. That I am duly authorised, under the seal of the company in this statutory declaration named as creditor, to make the proof of debt on its behalf.

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« I acknowledge that this declaration is true and correct and I make it in the belief that a person making a false declaration is liable to the penalties of perjury.

Declared at _____ in the
State of _____
On [*insert date*]

Before me:

« Where the declaration is made outside Victoria, the appropriate attestation clause should be substituted.

* Insert "me" or "me and to _____ and _____, my co-partners in trade" or as the case may be, or, if declared by an employee or agent of the creditor, insert the name, address and description of the creditor.

State the consideration.

^ Strike out whichever is inapplicable.

§ Insert particulars of all securities held. Where the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, specify them in a schedule in the following form:

<i>Date</i>	<i>Drawer</i>	<i>Acceptor</i>	<i>Amount</i>	<i>Due Date</i>
			\$	

|| If this proof is made by a creditor, strike out paragraphs 3 and 4. If it is made on behalf of a company, strike out paragraph 3. If it is made on behalf of a creditor other than a company, strike out paragraph 4.

FORM 9

Companies Act 1961

Companies Act 1961 Regulations 2002, Regulation 34

**STATUTORY DECLARATION AS TO PROOF OF DEBT—
EMPLOYEES' GROUP FORM**

I, _____, of _____, Limited
State of _____, declare:

1. That this proof of debt is made on behalf of all the persons specified in the Schedule endorsed on this statutory declaration, being employees of the above-mentioned company.
 2. That the above-mentioned company was, on the [*insert date*], and still is justly and truly indebted to each person whose name, address and description appears in the Schedule endorsed on this statutory declaration in respect of wages due to the person as an employee of the company for services rendered by him or her to the company during the periods and in the amount set out against his or her name in that Schedule.
 3. That none of the persons referred to in the Schedule endorsed on this statutory declaration has to my knowledge and belief received any manner of satisfaction or security for the amount or any part of the amount due in respect of wages set out against his or her name in that Schedule.
- * I acknowledge that this declaration is true and correct and I make it in the belief that a person making a false declaration is liable to the penalties of perjury.

Declared at _____ in the
State of _____
On [*insert date*]

Before me—

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SCHEDULE

<i>No.</i>	<i>Full Name</i>	<i>Address</i>	<i>Description</i>	<i>Period for which Wages Due</i>	<i>Amount due</i>
					\$

(Signature of Declarant)

*NOTE: Where declaration is made outside Victoria, the appropriate attestation clause should be substituted.

Sch. 2

FORM 10

Companies Act 1961

Companies Act 1961 Regulations 2002, Regulation 14(2)

**NOTICE OF MEETING OF CREDITORS, MEMBERS OR
CONTRIBUTORIES**

Limited

Notice is hereby given that a meeting of the *creditors/*members
*contributories/*joint meeting of creditors and members of
Limited will be held at
[insert date], at [insert time].

on

Agenda

Dated:

Signature

* Strike out whichever is inapplicable.

Set out the purpose for which the meeting is called. If the notice relates to a meeting of creditors called under section 260(1) or (8) of the **Companies Act 1961**, the notice is to state that a person is not entitled to vote as a creditor at the meeting unless the person has lodged with the chairman of the meeting a proof of debt which the person claims to be due to the person from the company.

FORM 11

Companies Act 1961

Companies Act 1961 Regulations 2002, Regulation 36(2), (3)

NOTICE OF REJECTION OF PROOF OF DEBT

Limited

Take notice, that, as Liquidator of the above-named company, I have this day rejected your claim against the company *to the extent of \$ on the following grounds:

And further take notice that subject to the power of the Court to extend the time, no application to reverse or vary my decision in rejecting your proof will be entertained after the expiration of 21 days from this date.

Dated:

Signature of liquidator

Address

* If proof wholly rejected strike out words underlined.

FORM 12

Companies Act 1961

Companies Act 1961 Regulations 2002, Regulation 50, 51

APPOINTMENT OF PROXY

I, */We _____ of _____,
a #creditor/#contributory of _____ Limited, hereby
appoint^ _____ as #my/#our #general/#special proxy to vote at the
meeting of #creditors/#contributories to be held on [insert date], or at any
adjournment of that meeting. § _____

Signature, mark or seal of company

Signature of witness † _____

Description of witness _____

Address of place of residence of witness _____

CERTIFICATE OF WITNESS ‡

I, _____, of _____,
_____, hereby certify that the above instrument
appointing a proxy was completed by me in the presence and at the request of
the abovenamed _____ and then read to him or her before he or she
attached his or her signature or mark to the instrument.

Dated: _____

Signature _____

* If a firm strike out "I" and set out the full name of the firm.

Strike out whichever is inapplicable.

^ Insert "the liquidator of the company" or the name, address and description
of the person appointed.

§ If a special proxy add the words "to vote for" or the words "to vote against"
and specify the particular resolution. If a general proxy, this form requires
no addition.

† The signature of the creditor or contributory appointing a proxy is not to be
attested as witness by the person nominated as proxy.

‡ This certificate is only to be completed where the person giving the proxy
is blind or incapable of writing.

ENDNOTES

1. General Information

The Companies Act 1961 Regulations 2002, S.R. No. 58/2002 were made on 16 July 2002 by the Governor in Council under section 384 of the **Companies Act 1961**, No. 6839/1961 and came into operation on 2 August 2002: regulation 3.

The Companies Act 1961 Regulations 2002 will sunset 10 years after the day of making on 16 July 2012 (see section 5 of the **Subordinate Legislation Act 1994**).

Endnotes

2. Table of Amendments

This Version incorporates amendments made to the Companies Act 1961 Regulations 2002 by statutory rules, subordinate instruments and Acts.

Monetary Units Regulations 2004, S.R. No. 88/2004

Date of Making: 29.6.04

Date of Commencement: 1.7.04: reg. 3

3. Explanatory Details

¹ Reg. 4: S.R. No. 231/1992.